

RESOLUTION NO. 12-_____

BE IT RESOLVED by the City Council of the City of Huntsville, Alabama, that the Mayor be, and he is hereby authorized to enter into a Modification to the Supplemental Development Agreement by and between the City of Huntsville and LW Redstone Company, LLC, on behalf of the City of Huntsville, a municipal corporation in the State of Alabama, which said agreement is substantially in words and figures similar to that certain document attached hereto and identified as "Modification No. 9 to the Supplemental Development Agreement TIF5 Series 2010-B between the City of Huntsville and LW Redstone Company, LLC, as adopted and approved by Resolution No. 10-892 on October 28, 2010, as amended by Modifications No. 1, 2, 3, 4, 5, 6, 7 and 8," consisting of three (3) pages and the date of March 8, 2012, appearing on the margin of the first page, together with the signature of the President or President Pro Tem of the City Council, an executed copy of said document being permanently kept on file in the Office of the City Clerk-Treasurer of the City of Huntsville, Alabama.

ADOPTED this the 8th day of March, 2012.

President of the City Council of
the City of Huntsville, Alabama

APPROVED this the 8th day of March, 2012.

Mayor of the City of
Huntsville, Alabama

STATE OF ALABAMA)
COUNTY OF MADISON)

MODIFICATION NO. 9 TO
SUPPLEMENTAL DEVELOPMENT AGREEMENT
TIF5 – SERIES 2010-B TO ANNEXATION AND
DEVELOPMENT AGREEMENT BETWEEN
THE CITY OF HUNTSVILLE AND
LW REDSTONE COMPANY, LLC,
AS ADOPTED AND APPROVED BY RESOLUTION
NO. 10-892 ON OCTOBER 28TH, 2010 AND AS AMENDED BY
MODIFICATIONS NO. 1, 2, 3, 4, 5, 6, 7, and 8.

Pursuant to Section 7.3 of the Annexation and Development Agreement dated March 25, 2010, ("Agreement"), between THE CITY OF HUNTSVILLE, ALABAMA, a municipal corporation organized and existing pursuant to the laws of the State of Alabama ("City") and L W REDSTONE COMPANY, LLC, a Delaware limited liability company ("Owner"), City and Owner enter into this Modification No. 9 to the Supplemental Development Agreement (SDA) TIF5 Series 2010-B, which was previously adopted and approved on October 28, 2010 and previously amended on May 12, 2011, June 23, 2011, July 14, August 11, August 25, 2011, September 22, 2011, December 15, 2011, and January 26, 2012, and hereby provide more specifically for the obligations of City and Owner.

Modifications to Scope of Work and Allocations within the \$20,000,000 Maximum Amount of the previously approved SDA TIF5 Series 2010-B are as follows:

1. Within Section B. the Subsection entitled "**RETAIL AREA AND BOULEVARD EXTENSION BID PACKAGE 1F CONSTRUCTION CONTRACT**" increase total funding for the contract with Reed Contracting, Inc. by \$109,902.32 in order to fund Change Order No. 1 in the amount of \$109,902.32. With the addition of this Change Order No. 1, total revised contract with Reed contracting funded from this SDA TIF5-Series 2010-B is \$1,109,902.32. Additionally, the contract was previously funded by Modification No. 2 to SDA TIF5-Series 2010-A in the amount of \$2,000,000 and by SDA TIF5-Series 2012-A in the amount of \$2,329,872. The total contract amount with the addition of Change Order No. 1 will now become \$5,439,774.32.

2. Within Section B. the Subsection entitled "**BUILDING AND EARTH SCIENCES, INC. (BESI) GEOTECH CONSTRUCTION TESTING**" the amount of \$80,000 previously funded for this contract with BESI is reduced by \$352.25 inasmuch as the total contract amount awarded, including Modification No. 1 to the BESI contract is \$79,647.75.

3. Within Section B. the Subsection entitled "**ENVIRONMENTAL PHASE III ARCHAEOLOGICAL INVESTIGATION AT IMA 639 ON REDSTONE ARSENAL**" it should be noted that the Contract previously awarded to Tennessee Valley Archaeological Research, Inc. for Engineering Services in the amount of \$ 68,708.20 was modified on February 9, 2012 in the amount of \$1,700 as approved by City of Huntsville Resolution No. 12-132. This Modification No. 1 to this agreement was within the amount of \$137,201 previously funded for this work (by Modification No. 8 to SDA TIF-Series 2010-B); therefore no change in funding with this SDA was necessary. It should also be noted that this subsection should be entitled "**ENVIRONMENTAL PHASE II ARCHAEOLOGICAL INVESTIGATION AT IMA 639 ON REDSTONE ARSENAL**".

4. . Within Section B. **OWNER IMPROVEMENTS**, the subsection entitled "**ENGINEERING AND CONSTRUCTION COSTS TO BE DETERMINED**," the amount of

President of the City Council of
the City of Huntsville, Alabama
Date: March 8, 2012

\$457,327.54 allocated and budgeted for undefined engineering and construction costs is hereby decreased by \$109,550.07 to \$ 347,777.47.

All other terms and conditions of the SDA TIF5-SERIES 2010-B, as previously modified, remain unchanged.

IN WITNESS WHEREOF, the Parties hereto have duly executed this Agreement.

(“OWNER”)

L W REDSTONE COMPANY, LLC

Dated: _____, 2012

By: _____

Its: _____

STATE OF MARYLAND)
COUNTY OF _____)

I, the undersigned, a Notary Public in and for said County and in said State, hereby certify that _____, as _____, of LW Redstone Company, LLC, a Delaware corporation, is signed to the foregoing document, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, (s)he, as such officer and with full authority, executed the same for and as the act of said corporation on the date the same bears date.

GIVEN under my hand and official seal this the _____ day of _____, 2012.

(SEAL)

Notary Public
My Commission Expires: _____

(“CITY”)

THE CITY OF HUNTSVILLE, ALABAMA,
A municipal corporation

Dated: _____, 2012

By: _____

Tommy Battle
Its: Mayor

ATTEST:

Charles E. Hagood
Clerk-Treasurer

STATE OF ALABAMA)
COUNTY OF MADISON)

I, the undersigned, a Notary Public in and for said County and in said State, hereby certify that Tommy Battle and Charles E. Hagood, as Mayor and City Clerk-Treasurer, respectively, of the City of Huntsville, Alabama, a municipal corporation, are signed to the foregoing document, and who are known to me, acknowledged before me on this day that, being informed of the contents of the instrument, they, as such officers and with full authority, executed the same for and as the act of said corporation on the date the same bears date.

GIVEN under my hand and official seal this the _____ day of _____, 2012.

(SEAL)

Notary Public
My Commission Expires: _____